

RESOLUTION No. 06-03

RESOLUTION OF THE  
CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK  
RELATING TO THE SALE OF COMPACT ASSETS  
FOR AND ON BEHALF OF AND AS AGENT FOR  
THE STATE OF CALIFORNIA

WHEREAS, the State of California (the "State") is party to certain amended State-Tribal Compacts (each, a "Tribal Compact"), between the State and the following California Indian Tribes: the Pala Band of Mission Indians, the Pauma Band of Luiseno Mission Indians of the Pauma and Yuima Reservation, the Rumsey Band of Wintun Indians, the United Auburn Indian Community, and the Viejas Band of Kumeyaay Indians, respectively (collectively, the "Tribes"); and

WHEREAS, pursuant to the Tribal Compacts the State is entitled to receive certain payments (as more particularly described in Section 63048.6(a) of the California Government Code, the "Compact Assets"); and

WHEREAS, Article 6.5 (commencing with Section 63048.6) of Chapter 2 of Division I of Title 6.7 of the California Government Code (the "Act") authorizes the California Infrastructure and Economic Development Bank (the "I-Bank") to sell for, and on behalf of, and as agent for, the State, and solely as its agent, all or such portion of the Compact Assets as shall be designated by the State Director of Finance pursuant to the Act to the Golden State Transportation Financing Corporation, the special purpose trust established as a not-for-profit corporation pursuant to the Act (the "Corporation"), and, for that purpose, to enter into one or more sale agreements with the Corporation on the terms the I-Bank deems appropriate; and

WHEREAS, in accordance with the Act, the Director of Finance has filed with the I-Bank a list of Tribal Compacts constituting "designated tribal compacts" (as that term is defined in Section 63048.6(b) of the Act) and the specific portions of the Compact Assets to be sold (the "Sold Compact Assets"); and

WHEREAS, the I-Bank has determined to sell to the Corporation and the Corporation desires to purchase from the I-Bank the Sold Compact Assets; and

WHEREAS, on November 15, 2005 the I-Bank Board of Directors ("Board") approved Resolution 05-28 relating to the sale of Compact Assets for, and on behalf of, and as agent for, the State of California ("State") and authorizing specified officials to execute certain documents and perform certain actions, and now wishes to amend and restate the previous resolution; and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the I-Bank, as follows:

Section 1. Recitals. The Board finds and determines that the foregoing recitals are true and correct.

Section 2. Sale Agreement. The sale of the Sold Compact Assets to the Corporation by the I-Bank for, and on behalf of, the State, and solely as its agent, is hereby authorized and approved in accordance with the Act. The sale price to be received for the sale of the Sold Compact Assets shall be an amount not less than \$1,000,000,000 less (i) the amount of Compact Assets received by the I-Bank prior to the sale of Sold Compact Assets and not included in the Sold Compact Assets and less (ii) any further deductions to the sale price determined by the State Director of Finance as reasonable or necessary to effectuate the sale of the Sold Compact Assets; provided any deductions from the minimum sale price pursuant to clause (ii) shall not exceed \$50,000,000. The proposed form of Sale Agreement by and between the I-Bank for, and on behalf of, the State, as seller, and the Corporation, as purchaser, on file with the Secretary of the I-Bank (the "Secretary"), is hereby approved. The State Director of Finance, in his or her capacity as a Member of the Board, or the Director of Finance's designee, and each of them, acting alone, is hereby authorized and directed, for and on behalf and in the name of the I-Bank, to execute, acknowledge and deliver, the Sale Agreement in substantially the form presented to this meeting, with such insertions and changes therein, including the amount of Sold Compact Assets to be sold (subject to the minimum sale price specified herein), as the official executing the same, with the advice of the I-Bank's counsel, may require, such approval to be conclusively evidenced by the execution and delivery thereof. The Board hereby finds that the provisions contained in the Sale Agreement are reasonable and are necessary to establish and maintain the security of the bonds to be issued by the Corporation in order to purchase those Sold Compact Assets and the exemption of interest on those bonds from federal income taxation. Execution and delivery of the Sale Agreement will also constitute certification that the amount of Sold Compact Assets sold pursuant to this resolution was necessary to provide the State with the Purchase Price it received for such sale and that the aggregate amount of Sold Compact Assets sold by the I-Bank for, and on behalf of, and as Agent for, the State does not exceed the amount permitted to be sold pursuant to the Act, and in all other ways complies with the requirements set forth in the Act.

Section 3. Tax Certificate. The I-Bank understands that because tax-exempt bonds will be sold by the Corporation in order to finance the purchase of the Sold Compact Assets, and because the State will expend the proceeds of those bonds, the I-Bank for, and on behalf of, the State, and solely as its agent, authorizes the Director of the Department of Finance to represent the State in the execution of any tax certificate or other tax compliance document required in furtherance of the sale of the Sold Compact Assets.


Section 4. Further Actions. The Executive Director, the Chair of the I-Bank or the Chair's designee, the Director of Finance, in his or her capacity as a Member of the Board, or the Director of Finance's designee, and each of them, acting alone, is hereby authorized and directed, jointly and, severally, to do any and all things, and to execute and deliver any and all documents and certificates, including amendments to the Sale Agreement, which they may deem necessary or advisable in order to consummate the sale of the Sold Compact Assets to the Corporation and otherwise to effectuate the purpose of this resolution and the Act.

Section 5. Effective Date. This resolution shall take effect from and after its adoption.



PASSED, APPROVED AND ADOPTED at a meeting of the California Infrastructure and Economic Development Bank on January 24, 2006, by the following vote:

AYES: Fish, Kessler, Valverde  
NOES: None  
ABSENT: None  
ABSTAIN: Lujano

By:   
Stanton C. Hazelroth, Executive Director

ATTEST:

By:   
Blake Fowler, Secretary